

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	: :
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	: :
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746
REGARDING DEBTORS' FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS
OF CLAIM (ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On May 26, 2022, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Forty-Sixth Omnibus Objection to Proofs of Claim (Allowing Recently Deceased Class Member Claims)* (ECF No. 10455) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for June 16, 2022, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1**, to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**") a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: June 17, 2022
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS'
FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS)**

Upon the *Debtors' Forty-Sixth Omnibus Objection to Proofs of Claim (Allowing Recently Deceased Class Member Claims)*, filed on May 26, 2022 (ECF No. 10455) (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”) and section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), all

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to the Retiree Benefits Order and section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Recently Deceased Class Member Claim listed on **Exhibit 1** annexed hereto is allowed as an administrative expense claim in the chapter 11 case of Sears Roebuck & Co. in the amount indicated in the column labeled “Allowed Administrative Expense Claim.” Pursuant to the Retiree Benefits Order, no other claimants are entitled to share in the Administrative Claims Reserve (as defined in the Retiree Benefits Order).

3. The Administrative Claims Reserve shall be reduced by the aggregate amount of Allowed Administrative Expense Claims, and, pursuant to the Retiree Benefits Order, any excess amounts in the Administrative Claims Reserve shall be made available for distribution in accordance with the Plan.

4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2022
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Recently Deceased Class Member Claims

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
1.	Gale, Joseph	Abrams, Patricia	24711	\$5,260.00	\$5,260.00	
2.	Adamkiewicz, Kenneth	Adamkiewicz, Kenneth	20701	\$7,500.00	\$7,500.00	
3.	Adamo, Carl, Trustee	Adamo, William	25011	\$10,278.46	\$7,500.00	Stated Benefit With Securian at Termination
4.	Estate of Paul Adams	Adams, Paul	22856	\$7,100.00	\$7,100.00	
5.	Alberts, Donald	Alberts, Eileen	21146	\$5,100.00	\$5,100.00	
6.	Araiza, Oscar	Araiza, Renee	24522	\$2,800.00	\$5,860.00	
7.	Vanselow, Elizabeth	Archer, Patricia	24092	\$5,020.00	\$5,020.00	
8.	Mattson, Sandra	Ault, Gaylord	23618	\$5,540.00	\$5,540.00	
9.	Baczynski, Harriet (Beneficiary)	Baczynski, Donald	26035	\$5,400.00	\$5,400.00	
10.	Bailey, Kathleen	Bailey, D. Richmond	25663	\$9,500.00	\$9,500.00	
11.	Perkin, Lynda / Tucker, Paula	Baker, Lloyd	25754	\$7,100.00	\$7,100.00	
12.	Barlow, Etta	Barlow, Etta	24438	\$15,500.00	\$5,000.00	Stated Benefit With Securian at Termination
13.	Barry, Susan	Barry, Robert	24223	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
14.	Smith, Marsha, Executor	Bates, Joe	22532	\$7,500.00	\$6,580.00	Stated Benefit With Securian at Termination
15.	Battles, Jr., Otis; et. al.	Battles, Cora	22249	\$5,000.00	\$5,000.00	
16.	Bauserman, Paul	Bauserman, Georgie	24429	\$7,100.00	\$7,100.00	
17.	Estate of Edward Bayer	Bayer, Edward	21823	\$9,500.00	\$9,500.00	
18.	Estate of Burnett S Bender	Bender, Burnett	25028	\$30,000.00	\$7,500.00	Stated Benefit With Securian at Termination
19.	Berry, John H.	Berry, Richard	22672	\$6,780.00	\$6,780.00	
20.	Bessler, Lillian Armstrong	Bessler, John	25529	\$7,100.00	\$7,100.00	
21.	Borr, Dorothy	Borr, Dorothy	22181	-	\$5,860.00	Stated Benefit With Securian at Termination
22.	Boyko, James P.	Boyko, Stanley	24388	\$5,000.00	\$5,000.00	
23.	Jones, Christine	Brennan, Robert	20760	-	\$6,380.00	Stated Benefit With Securian at Termination
24.	Estate of Samuel E. Bright	Bright, Samuel	24366	\$10,000.00	\$9,500.00	Stated Benefit With Securian at Termination
25.	Elam, Anne Sue (Beneficiary)	Broughton, Betty	20988	\$5,860.00	\$5,860.00	
26.	Sword, Karen E., Executrix	Brown, Alverta	25536	\$5,860.00	\$5,860.00	
27.	Bruce, Marjorie L.	Bruce, William	21131	\$5,000.00	\$5,000.00	
28.	Bryant, Gary	Bryant, Mary	24833	-	\$5,380.00	Stated Benefit With Securian at Termination
29.	Buresh, Carole	Buresh, James	22272	\$12,500.00	\$12,500.00	
30.	Callahan, Dennis Charles	Callahan, Dennis	24658	\$5,000.00	\$5,000.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
31.	Callis, Karen J. (Beneficiary)	Callis, Marie	22641	\$5,180.00	\$5,180.00	
32.	Carter, Angela Suzette	Carter, Alvin	22993	\$6,580.00	\$6,580.00	
33.	Castle, Jay Frank, Trustee	Castle, Frank	25664	\$13,400.00	\$7,100.00	Stated Benefit With Securian at Termination
34.	Caudle, Joyce Evelyn	Caudle, Robert	23727	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
35.	Cepak, Rudolph J.	Cepak, Rudolph	24063	-	\$5,000.00	
36.	Childers, Ethel Frances	Childers, Ethel	21105	\$5,000.00	\$6,180.00	Stated Benefit With Securian at Termination
37.	Chimenti, Patsy W.	Chimenti, Samuel	21347	-	\$8,500.00	Stated Benefit With Securian at Termination
38.	Chmiel, Thaddeus E.	Chmiel, Thaddeus	21992	\$10,500.00	\$6,780.00	Stated Benefit With Securian at Termination
39.	Colando, Patsey L.	Colando, Samuel	25114	\$5,000.00	\$5,000.00	
40.	Severino, Cynthia, Executor	Colapietro, Mary	21112	-	\$5,180.00	
41.	Collins, Ronald Douglas	Collins, Jo	22778	\$10,500.00	\$5,540.00	
42.	Compagno, Sam J.	Compagno, Sam	22312	\$5,000.00	\$12,500.00	
43.	Emery, Janet M., Executor	Conklin, Margaret	22623	\$5,380.00	\$5,380.00	
44.	Correll, Sarah J.	Correll, V.	24809	\$5,860.00	\$5,860.00	
45.	Coy, Daniel L	Coy, Melburn	22280	\$6,580.00	\$6,580.00	
46.	Giardina, Rebecca C., Executor	Coy, Edna	25998	-	\$5,380.00	Stated Benefit With Securian at Termination
47.	Taylor, Donna Jean	Crabtree, Billie	22265	\$6,580.00	\$6,580.00	
48.	Newberry, David, et. al.	Cramoline, Virginia	23903	\$6,000.00	\$5,000.00	
49.	Blofeld, Tammy L.	Cremeans, Christine	26243	\$5,000.00	\$6,020.00	Stated Benefit With Securian at Termination
50.	Cummings , Darold B.	Cummings, Doris	23415	\$5,180.00	\$5,180.00	
51.	Estate of Virginia Louise Curry	Curry, Virginia	26544	\$5,860.00	\$5,860.00	
52.	Dammers, Mary Ann C.	Dammers, Leonard	25127	\$5,000.00	\$7,500.00	
53.	Blackburn, Linda	Darlington, Ernestine	21515	\$6,380.00	\$6,380.00	
54.	Daudell, Florence, Beneficiary)	Daudell, Robert	24411	\$6,580.00	\$6,580.00	
55.	Davis, Lelva Joyce (Beneficiary)	Davis, Aubra	22070	\$7,100.00	\$7,100.00	
56.	Jordan, Eleanor J.	Davis, Albert	24157	\$3,000.00	\$6,380.00	Stated Benefit With Securian at Termination
57.	Hindson, Nancy	Deganne, Barbara	22437	\$5,000.00	\$5,000.00	
58.	Delane, Lila Mae	Delane, Robert	25285	-	\$6,780.00	Stated Benefit With Securian at Termination
59.	Nolan, Kathy J., Executor	Dendy, Aileen	25267	\$6,380.00	\$6,380.00	
60.	Derr, Erma S.	Derr, Paul	22882	\$9,500.00	\$9,500.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
61.	Doelitzsch, Evelyn	Doelitzsch, Eduard	24672	\$7,000.00	\$7,100.00	
62.	Stephenson, Laura A., Executrix / Ward, Paula E.	Donohue, Donald	22661	\$50,000.00	\$9,500.00	Stated Benefit With Securian at Termination
63.	Drummond, Michael K.	Drummond, Hilda	21170	\$5,000.00	\$5,180.00	Stated Benefit With Securian at Termination
64.	Dunbar, Michael K.	Dunbar, Donna	25945	-	\$6,020.00	Stated Benefit With Securian at Termination
65.	Duncan, Ronald E	Duncan, June	24389	\$5,860.00	\$5,860.00	
66.	Dunlap, Gerald Ellis	Dunlap, Martha	23052	\$7,100.00	\$7,100.00	
67.	Glies, Elizabeth	Durick, Andrew	26560	\$7,100.00	\$7,100.00	
68.	Durkin, Mary Anne	Durkin, James	22878	\$5,500.00	\$5,000.00	Stated Benefit With Securian at Termination
69.	Vines, Sharon E.	Eddy, Ruth	23376	\$5,380.00	\$5,380.00	
70.	Edson, Paula	Edson, William	22372	\$8,500.00	\$8,500.00	
71.	Edwards, Nora Lee	Edwards, Carter	24934	\$7,100.00	\$7,100.00	
72.	Embry, James D.	Embry, Janice	26001	\$6,020.00	\$6,020.00	
73.	Farthing, Joanne E.	Farthing, Earl	22317	\$6,580.00	\$6,580.00	
74.	Fitzgerald, Betty J.	Fitzgerald, Francis	21726	\$10,000.00	\$7,100.00	Stated Benefit With Securian at Termination
75.	Forth, William A.	Forth, Doris	21833	\$5,000.00	\$5,000.00	
76.	Hiromoto, Brenda M. / Fujimoto, Brent S.	Fujimoto, Catherine	22859	\$6,380.00	\$6,380.00	
77.	Lacer, Margie A.	Funk, Morris	23138	\$7,000.00	\$6,380.00	
78.	Brewer, Angela M	Gaddis, Maebell	21065	\$5,000.00	\$5,000.00	
79.	Garcia, Gloria	Garcia, Ramon	26562	\$6,380.00	\$6,380.00	
80.	Gerbing, Geraldine	Gerbing, Donald	21511	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
81.	Valdez, Patricia (Beneficiary)	Gienapp, Rebecca	22322	\$5,860.00	\$5,860.00	
82.	Gill, Joe Marvin Jr. Estate	Gill, Joe	21116	\$5,000.00	\$5,000.00	
83.	Jensen-Hansen, Lynda M.	Gilliland, Helen	24718	\$7,600.00	\$7,600.00	
84.	Glover, Annette	Glover, Harold	23839	\$6,380.00	\$6,380.00	
85.	Good, Bernadette M.	Good, Robert	24732	\$7,500.00	\$7,500.00	
86.	Bruno, Kathryn, Trustee	Good, Marian	21884	\$6,020.00	\$6,020.00	
87.	Goodloe, Milrene	Goodloe, Robert	24208	\$6,780.00	\$6,780.00	
88.	Brown, Carol	Gottung, Phyllis	22121	\$6,180.00	\$6,180.00	
89.	Estate of Josephine M. Gregorio	Gregorio, Josephine	25538	\$5,000.00	\$5,000.00	
90.	Greubel, Sharon G	Greubel, Gerald	20781	\$10,500.00	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
91.	Guthrie, Theresa	Grimas, Blanche	26557	-	\$6,180.00	Stated Benefit With Securian at Termination
92.	Gross, Gary J.	Gross, Harriet	26237	\$5,380.00	\$5,380.00	
93.	Sivak, Patricia (Beneficiary)	Grzeskiewicz, Dorothy	24939	\$6,580.00	\$6,580.00	
94.	Wozny, Kathleen	Gutkowski, Raymond	21931	\$5,000.00	\$5,000.00	
95.	Estate of Leonilla M Hall	Hall, Leonilla	21994	\$6,020.00	\$6,020.00	
96.	Hanewincked, Gerald L	Hanewinckel, Robert	25633	\$3,090.00	\$6,180.00	Stated Benefit With Securian at Termination
97.	Hardin, Oscar C.	Hardin, Oscar	25196	\$5,000.00	\$5,000.00	
98.	Fleisher, Suzanne K. / Dunlap, Sharon	Harrell, Elizabeth	26548	\$5,700.00	\$5,700.00	Stated Benefit With Securian at Termination
99.	La Roche, Mikki, Personal Representative	Harrell, Bettie	24008	\$5,000.00	\$5,000.00	
100.	Haskins, Eris A	Haskins, Eris	21257	\$6,180.00	\$6,180.00	
101.	Heagle, Robert	Heagle, Robert	21340	\$5,000.00	\$6,780.00	Stated Benefit With Securian at Termination
102.	Heckman, Lois M. (Beneficiary)	Heckman, Cloyd	21666	-	\$5,280.00	Stated Benefit With Securian at Termination
103.	Heidel, Jane P.	Heidel, Harry	26559	-	\$8,500.00	Stated Benefit With Securian at Termination
104.	Helgersen, Terry LaRue	Helgersen, Doretta	22346	\$6,580.00	\$6,580.00	
105.	Wells, Linda M.	Hensley, Frances	25762	-	\$6,380.00	Stated Benefit With Securian at Termination
106.	Estate of Doris M. Hertz	Hertz, Doris	22025	\$5,000.00	\$5,000.00	
107.	Crist, Donna / Hicks, Duane	Hicks, Robert	22352	\$7,100.00	\$7,100.00	
108.	Estate of Dorothy Ruth Higgitt	Higgitt, Dorothy	24581	\$5,380.00	\$5,380.00	
109.	Noles, Pamela	Hill, Elvira	23690	\$5,100.00	\$5,000.00	
110.	Hill, Barbara R	Hill, Clifford	23389	\$8,000.00	\$6,180.00	Stated Benefit With Securian at Termination
111.	Hoffman, Susan J.	Hoffman, Paul	22446	\$5,000.00	\$5,140.00	Stated Benefit With Securian at Termination
112.	Estate of Elizabeth Hoffman	Hoffman, Elizabeth	21426	\$5,700.00	\$5,700.00	
113.	Holland, Barbara Ann	Holland, Walter	23767	\$9,500.00	\$9,500.00	
114.	Maenhardt, Richard N.	Hollar, Ronald	21481	\$6,380.00	\$6,380.00	
115.	Haefner, Andrew M. Executor	Holmgren, Donald	24258	\$20,800.00	\$6,580.00	Stated Benefit With Securian at Termination
116.	Frank B Horner Liquidity Trust	Horner, Frank	24788	\$5,000.00	\$14,500.00	Stated Benefit With Securian at Termination
117.	Hughes, Helen L	Hughes, Thomas	21188	\$9,500.00	\$9,500.00	
118.	Hundley, Elizabeth R. (Beneficiary)	Hundley, Leroy	25046	\$5,000.00	\$5,000.00	
119.	Hunter, Betty L.	Hunter, Randall	22461	\$5,000.00	\$7,100.00	
120.	Thomas, Janie M	Hutcheson, Mary	24106	\$5,540.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
121.	Beneficiaries of Barbara Ann Hutcheson	Hutcheson, Barbara	22540	\$6,180.00	\$6,180.00	
122.	Hannon, Debra & Julius	Jackson, Amos	26149	\$5,000.00	\$5,860.00	
123.	James, Francis Eakes	James, Scott	22922	\$6,180.00	\$6,180.00	
124.	Janicki, Joseph Earl	Janicki, Anatol	25642	\$9,500.00	\$9,500.00	
125.	Johnson, Marjorie Gretchen	Johnson, Kenneth	21461	\$10,900.00	\$10,900.00	
126.	Johnson, Terry	Johnson, Joan	26211	\$25,000.00	\$6,180.00	Stated Benefit With Securian at Termination
127.	Josephsen, Jim	Josephsen, Gene	25123	\$8,500.00	\$8,500.00	
128.	Justice, James Donovan	Justice, Mollie	25399	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
129.	Kaufmann, Lawrence R., Executor	Kaufmann, Angela	22296	\$5,000.00	\$5,000.00	
130.	Keltner, Mary A.	Keltner, Donald	21772	\$6,380.00	\$6,380.00	
131.	Kief, Patricia	Kief, Ronald	22917	\$5,000.00	\$7,100.00	Stated Benefit With Securian at Termination
132.	Killian, Brian F	Killian, Shirley	22754	\$7,500.00	\$7,500.00	
133.	Kimmel, Allen P.	Kimmel, Allen	22725	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
134.	Caruso, Barbara King	King, Martha	23756	\$6,000.00	\$6,380.00	Stated Benefit With Securian at Termination
135.	Kline, Dorothy S.	Kline, Alfred	21848	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
136.	Knoth, James E.	Knoth, Beverly	23932	\$5,000.00	\$5,000.00	
137.	Kong, Jr., Edward H.	Kong, Joyce	24928	\$5,700.00	\$5,700.00	
138.	Kosowski, Charmaine A.	Kosowski, Edward	23374	\$6,780.00	\$6,780.00	
139.	Kukulka, Richard J.	Kukulka, Joan	23831	\$6,020.00	\$6,020.00	
140.	LaBruzza, Anthony	La Bruzza, Vincent	21910	\$40,000.00	\$8,500.00	Stated Benefit With Securian at Termination
141.	Estate of Samuel Joseph Lambert	Lambert, Samuel	25042	\$7,500.00	\$7,500.00	
142.	Larkin, Catherine C	Larkin, Catherine	21045	\$7,500.00	\$7,500.00	
143.	Laurel, Armando	Laurel, Armando	23851	\$5,700.00	\$5,700.00	
144.	John C. Lavery Revocable Trust	Lavery, John	21406	\$7,500.00	\$7,500.00	
145.	Lawson, Mauvline	Lawson, Mauvline	24070	\$5,000.00	\$5,000.00	
146.	Estate of Lois Lees	Lees, Lois	22642	\$7,100.00	\$7,100.00	
147.	Clemmer, Denise	Lewis, Richard	24424	\$5,000.00	\$7,100.00	
148.	Lieback, Mary	Lieback, Mary	24479	\$22,420.32	\$6,180.00	Stated Benefit With Securian at Termination
149.	Lodge, Cristina	Lodge, Patricia	21281	\$5,860.00	\$5,860.00	
150.	Lovings, James D.	Lovings, Minnie	21387	-	\$6,380.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
151.	Maionchi, Richard A	Maionchi, Geraldine	22728	\$5,000.00	\$5,000.00	
152.	The Manning Family Trust	Manning, Katherine	23655	\$6,580.00	\$6,580.00	
153.	Humphreys, Stanley W.	Mantych, Gerald	23235	\$8,500.00	\$8,500.00	
154.	Maslar, Veronica	Maslar, Veronica	24190	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
155.	Massi, David M.	Massi, Dolores	20825	\$5,000.00	\$5,020.00	Stated Benefit With Securian at Termination
156.	Massucci, Dorothy	Massucci, Dorothy	22263	\$5,380.00	\$5,380.00	
157.	Tousey, Susan K. Trustee	Mattson, Edna	21215	\$5,000.00	\$5,380.00	Stated Benefit With Securian at Termination
158.	McCarthy, Kenneth (Beneficiary)	Mc Carthy, Dorothy	24576	\$5,860.00	\$5,860.00	
159.	Mciver, Lynette (beneficiary of William H. McIver)	Mc Iver, William	23494	\$6,780.00	\$6,780.00	
160.	Naber, Kathy	Mc Kinnon, Betty	25757	\$5,000.00	\$5,000.00	
161.	McCall Smith, Tempie	Mccall, James	23483	-	\$5,000.00	Stated Benefit With Securian at Termination
162.	McConihay, Mary A.	Mcconihay, Ray	24178	-	\$6,780.00	Stated Benefit With Securian at Termination
163.	Heirs of Margaret A. Mead	Mead, Margaret	22233	\$5,380.00	\$5,380.00	
164.	Case, Paula	Melquist, Mary Ann	20841	\$10,000.00	\$5,180.00	Stated Benefit With Securian at Termination
165.	Menefee, Wanda	Menefee, Evelyn	21144	\$5,000.00	\$5,000.00	
166.	Nygaard, Larrygene Curtis	Milbert, Edith	23902	\$5,200.00	\$5,200.00	
167.	Barton, Sondra L	Miller, Norma	21452	\$5,000.00	\$5,000.00	
168.	Miller, Georgia M.	Miller, Gerold	20989	\$13,000.00	\$10,900.00	Stated Benefit With Securian at Termination
169.	Estate of Dwight L. Miller, Jr.	Miller, Dwight	24149	\$25,000.00	\$6,780.00	Stated Benefit With Securian at Termination
170.	Miller, Charlotte / Sowinski (Watson), Jerri	Miller, Charlotte	24250	\$5,000.00	\$5,000.00	
171.	Estate of Thomas J Millon	Millon, Thomas	23619	\$9,500.00	\$9,500.00	
172.	Minasian, Robert A.	Minasian, Rose	20873	\$9,000.00	\$5,000.00	Stated Benefit With Securian at Termination
173.	Berg, Cynthia Lynn	Moore, Burton	24041	\$6,000.00	\$6,580.00	Stated Benefit With Securian at Termination
174.	Moreno, Richard	Moreno, Richard	23740	\$10,620.00	\$6,180.00	Stated Benefit With Securian at Termination
175.	Morris, Audrey S.	Morris, Audrey	21570	\$5,540.00	\$5,540.00	
176.	Mowrer, Marthann	Mowrer, Eugene	23472	\$5,000.00	\$9,500.00	Stated Benefit With Securian at Termination
177.	Munoz, Tomas G	Munoz, Lola	23094	\$5,000.00	\$6,020.00	
178.	Yankowsky, Irene	Murphy, John	22334	\$6,380.00	\$6,380.00	
179.	Nelms, Bennie R.	Nelms, Jr, Claiborne	24529	\$32,000.00	\$14,500.00	Above threshold for Sears Retiree Class Membership, reduced to \$14,500
180.	Nelson, Dennis / Nelson, Timothy	Nelson, Evelyn	24385	\$5,000.00	\$5,540.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
181.	Leslie, Vickie L.	Neumann, Margaret	21645	\$5,380.00	\$5,380.00	
182.	Nikucki, Mark	Nikucki, John	26025	\$8,500.00	\$8,500.00	
183.	Good, Marilyn M.	O'Brien, Gladys	25503	\$5,540.00	\$5,540.00	
184.	Livingston Jr., Jack Edward	Oliver, Virginia	21283	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
185.	Quatrale, John A.	Palange, Sabina	21853	\$6,000.00	\$6,000.00	
186.	Place Family Trust	Place, Therese	25948	\$6,800.00	\$5,180.00	Stated Benefit With Securian at Termination
187.	Potter, Kathryn	Potter, Emma	21204	\$5,540.00	\$5,540.00	
188.	Presley, Linda D. & George S. (beneficiaries)	Presley, George	25342	\$6,580.00	\$6,580.00	
189.	Price, Rebecca G.	Price, David	23122	\$6,580.00	\$6,580.00	
190.	Prince, Gary L.	Prince, Edna	24425	\$12,000.00	\$5,000.00	Stated Benefit With Securian at Termination
191.	Pulskamp, Shirley M.	Pulskamp, Eugene	23498	\$6,780.00	\$6,780.00	
192.	Ramsey, Wilda M.	Ramsey, Wilda	22860	\$12,000.00	\$6,580.00	Stated Benefit With Securian at Termination
193.	Ramsey, Iris Ann	Ramsey, John	24713	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
194.	Reynolds, James P.	Reynolds, James	22590	\$5,000.00	\$5,000.00	
195.	Rezzuto, Mary P.	Rezzuto, Gene	23583	\$7,500.00	\$7,500.00	
196.	Richardson, Harold C.	Richardson, Harold	23315	-	\$9,500.00	Stated Benefit With Securian at Termination
197.	Bartram, Claudia M.	Riddle, Betty	21763	\$40,000.00	\$5,700.00	Stated Benefit With Securian at Termination
198.	Rios, Patsy	Rios, Richard	23135	\$5,000.00	\$5,000.00	
199.	Robbins, John	Robbins, Merle	24242	-	\$6,780.00	Stated Benefit With Securian at Termination
200.	Roberts, Betty A	Roberts, Virgil	22282	\$14,200.00	\$7,100.00	
201.	Roberts, Ellen	Roberts, Donald	21455	\$6,380.00	\$6,380.00	
202.	Rogala, Joseph John	Rogala, Mary	21259	\$7,500.00	\$7,500.00	
203.	Romero, Jean J.	Romero, Fred	26095	\$6,180.00	\$6,180.00	
204.	Rominski, Donald / Florendo, Linda (Beneficiaries)	Rominski, Lillian	22337	\$5,860.00	\$5,860.00	
205.	Bryan, Patricia Jo	Roseman, Delores	25983	\$5,700.00	\$5,700.00	
206.	Lawrence, Debbie	Rowe, Glen	24127	\$6,380.00	\$6,380.00	
207.	Saffioti, Thomas N. (Trust)	Saffioti, Thomas	20836	\$5,000.00	\$7,500.00	Stated Benefit With Securian at Termination
208.	Acosta, Sydney, Lauren & Alexandra, Sophia	Sanchez, Eulalia	22039	\$16,800.00	\$5,000.00	Stated Benefit With Securian at Termination
209.	Savage, Kenny / Estate of Thomas Savage	Savage, Corine	25915	\$6,380.00	\$6,380.00	
210.	Scammon, Steve	Scammon, Shirley	21227	-	\$5,260.00	Stated Benefit With Securian at Termination

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
211.	Schnitzer, Frederick C.	Schnitzer, Barbara	21969	\$5,000.00	\$5,000.00	
212.	Searcy , Jane M.	Searcy, Jane	25174	\$25,000.00	\$6,020.00	Stated Benefit With Securian at Termination
213.	Designated Beneficiaries of Margaret B Seth	Seth, Margaret	22311	\$5,000.00	\$5,000.00	
214.	Estate of Mary L. Shannon	Shannon, Mary	24066	\$5,000.00	\$6,380.00	Stated Benefit With Securian at Termination
215.	Skinner, James	Skinner, Avon	21151	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
216.	Smith, Frank J.	Smith, Frank	24800	\$7,100.00	\$7,100.00	
217.	Snyder, Emory (Beneficiary)	Snyder, Carmela	22984	\$7,500.00	\$7,500.00	
218.	Sokolowski, Ann Christine (Beneficiary)	Sokolowski, Steven	20948	\$6,580.00	\$6,580.00	
219.	Children of Dorothy D Southard	Southard, Dorothy	20778	\$6,180.00	\$6,180.00	
220.	Nagle, Joyce F. (Beneficiary)	Spare, Grace	25374	\$6,180.00	\$6,180.00	
221.	Spindler, Randy Lee	Spindler, Charles	23419	\$6,380.00	\$6,380.00	
222.	Christine B Spinks Trust	Spinks, Christine	23863	\$5,000.00	\$5,860.00	Stated Benefit With Securian at Termination
223.	Jeanette Staffa Trust	Staffa, Jeanette	25388	\$5,700.00	\$5,700.00	
224.	Virginia Steele Estate	Steele, Virginia	20872	\$18,800.00	\$6,380.00	Stated Benefit With Securian at Termination
225.	Steininger, Mary	Steininger, Edward	26473	\$26,000.00	\$7,100.00	Stated Benefit With Securian at Termination
226.	Engelgau, Karen, et. al.	Story, Geraldine	24312	\$5,260.00	\$5,260.00	
227.	Strine, Wilma N.	Strine, Richard	22239	\$10,900.00	\$10,900.00	
228.	Struckman, Kevin (Beneficiary)	Struckman, Gertrude	23056	\$5,860.00	\$5,860.00	
229.	Stute, Lucille Joann (Estate)	Stute, Lucille	21513	\$5,700.00	\$5,700.00	
230.	Sullenger, Christin U	Sullenger, Chrystine	25327	\$6,180.00	\$6,180.00	
231.	Sylvester, Kenneth, et . al.	Sylvester, Agnes	21019	\$5,380.00	\$5,380.00	
232.	Talevski, Liljana	Talevski, Pande	25715	-	\$6,180.00	Stated Benefit With Securian at Termination
233.	Garish, Sharlene	Taman, Barbara	25819	\$5,860.00	\$5,860.00	
234.	Matthews, Patricia Taylor	Taylor, Helen	24967	\$5,000.00	\$5,000.00	
235.	Temple, Worrell, et al.	Temple, Carolyn	25817	\$6,380.00	\$6,380.00	
236.	Tengwall, Colette (Beneficiary)	Tengwall, Delos	22611	\$8,500.00	\$8,500.00	
237.	Traillin, Bernice (Beneficiary)	Traillin, Julius	21200	\$7,500.00	\$7,500.00	
238.	Estate of Robert Treat	Treat, Robert	24372	\$405,000.00	\$5,000.00	Stated Benefit With Securian at Termination
239.	Blickley, Joyce R. (Beneficiary)	Trumbette, Lillian	25857	\$10,000.00	\$5,000.00	Stated Benefit With Securian at Termination
240.	Valdez, Joan Elaine	Valdez, Freddie	20853	\$6,380.00	\$6,380.00	

Debtors' Forty-Sixth Omnibus Objection to Claims
Exhibit 1 - Recently Deceased Class

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified to Reduced and Allowed						
Ref #	Name of Claimant	Retiree Class Member Name	Affected Proof of Claim No.	Total Asserted Claim Amount	Allowed Administrative Expense Claim	Reasons for Change to Claim Amount (if any)
241.	Valencia, Diana R.	Valencia, Jose	25575	\$13,500.00	\$5,000.00	Stated Benefit With Securian at Termination
242.	Viehweg, Patricia	Viehweg, Robert	21530	\$7,100.00	\$7,100.00	
243.	Vitale, Joan	Vitale, Robert	25258	\$6,020.00	\$6,020.00	
244.	Walker, Mary E. (Beneficiary)	Walker, Charles	25167	\$6,780.00	\$6,780.00	
245.	Washington, Sally M. / Williams, Ruby L.	Washington, Willie	25706	\$5,000.00	\$5,000.00	
246.	Grem, Melodie / Watkins, Curtis / Joinder, Susan	Watkins, Janette	26063	\$5,000.00	\$5,000.00	
247.	Weir, Jim Christie	Weir, Louise	24419	\$5,860.00	\$5,860.00	
248.	Weldon, Lylalee L.	Weldon, Edwin	26158	\$6,380.00	\$6,380.00	
249.	Weller, Wallace E.	Weller, Wallace	23667	-	\$6,020.00	Stated Benefit With Securian at Termination
250.	Estate of Joseph Werner	Werner, Joseph	20996	\$20,000.00	\$5,000.00	Stated Benefit With Securian at Termination
251.	Wessell, Michael D. / Wessel, Kim (Beneficiaries)	Wessell, Patricia	23493	\$5,000.00	\$5,100.00	Stated Benefit With Securian at Termination
252.	White, Keith M.	White, Roy	25604	\$6,380.00	\$6,380.00	
253.	Whitney, Steven L., Trustee	Whitney, Betty	25236	-	\$6,180.00	Stated Benefit With Securian at Termination
254.	Bratcher, Ann W	Wilhoit, Barbara	24005	\$5,700.00	\$5,700.00	
255.	Wilkins, William G.	Wilkins, Mary	22448	\$6,500.00	\$6,580.00	
256.	Willard, Kirk A., Executor	Williams, Ruth	23145	\$5,000.00	\$5,700.00	Stated Benefit With Securian at Termination
257.	Williams, Susan J.	Williams, Ronald	24716	\$7,100.00	\$7,100.00	
258.	Williams, Catherine W.	Williams, Marvin	20810	\$7,500.00	\$7,500.00	
259.	Lilla, Evelyn Wine	Wine, Angelina	25116	\$5,860.00	\$5,860.00	
260.	Wisel, Alice	Wisel, Maurice	21514	\$7,500.00	\$7,500.00	
261.	Wolfe, Mary Jane	Wolfe, Mary Jane	25305	\$1,500.00	\$5,700.00	Stated Benefit With Securian at Termination
262.	Vaughn, Judith	Woodard, Bonnie	22120	\$5,700.00	\$5,700.00	
263.	Wriston, Shirley McCarn	Wriston, Charley	26543	\$7,100.00	\$7,100.00	
264.	Sheehan, Eileen & Yakowenko, Gerald	Yakowenko, Olga	22504	\$5,180.00	\$5,180.00	
265.	Young, Allan R.	Young, Allan	24620	\$6,180.00	\$6,180.00	
266.	Estate of Eva Zahorai	Zahorai, Eva	22769	\$5,380.00	\$5,380.00	
267.	Davis, Juanita	Davis, Albert	24517	\$5,000.00	\$6,380.00	

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS'
FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM
(ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS)**

Upon the *Debtors' Forty-Sixth Omnibus Objection to Proofs of Claim (Allowing Recently Deceased Class Member Claims)*, filed on [May 26, 2022](#) ([ECF No. 10455](#)) (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to the *Order Authorizing Modification of Retiree Benefits* (ECF No. 5342) (the “**Retiree Benefits Order**”) and section 502 under title 11 of the United States Code

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

(the “**Bankruptcy Code**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and ~~the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the “Hearing”); and upon the record of the Hearing, and~~ upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted.
2. Pursuant to the Retiree Benefits Order and section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Recently Deceased Class Member Claim listed on **Exhibit 1** annexed hereto is allowed as an administrative expense claim in the chapter 11 case of

Sears Roebuck & Co. in the amount indicated in the column labeled “Allowed Administrative Expense Claim.” Pursuant to the Retiree Benefits Order, no other claimants are entitled to share in the Administrative Claims Reserve (as defined in the Retiree Benefits Order).

3. The Administrative Claims Reserve shall be reduced by the aggregate amount of Allowed Administrative Expense Claims, and, pursuant to the Retiree Benefits Order, any excess amounts in the Administrative Claims Reserve shall be made available for distribution in accordance with the Plan.

4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. The terms and conditions of this Order are effective immediately upon entry.

Dated _____, 2022
: White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE